

Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Rollingwood Community Development Corporation
Filing Number: 800094869

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 06/18/2002

Effective: 06/18/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

JUN 18 2002

ARTICLES OF INCORPORATION

OF

ROLLINGWOOD COMMUNITY DEVELOPMENT CORPORATION **Corporations Section**

THE STATE OF TEXAS

COUNTY OF TRAVIS

CITY OF ROLLINGWOOD

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WE, THE UNDERSIGNED natural persons, not less than three in number, each of whom is at least 18 years of age, and each of whom is a qualified elector of the City of Rollingwood, Texas, a municipal corporation established under the Texas Constitution, acting as incorporators of a public instrumentality and nonprofit development corporation (the "Corporation") under the "Development Corporation Act of 1979", as amended, with the approval of the City Council of the City of Rollingwood, Texas (the "City") as evidenced by the Resolution attached as Attachment "A" and made a part of these Articles of Incorporation for all purposes, do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I
NAME

The name of the Corporation is "Rollingwood Community Development Corporation".

ARTICLE II
AUTHORIZATION

The Corporation is a nonprofit corporation and is a development corporation governed by Section 4B of the Development Corporation Act of 1979, Article 5190.6 Vernon's Texas Civil Statutes (as amended, the "Act").

**ARTICLE III
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
PURPOSE AND LIMITATIONS**

The purpose of the Corporation is to promote economic development within the City of Rollingwood and the State of Texas in order to eliminate unemployment and underemployment, and promote and encourage employment and the public welfare of, for, and on behalf of the City of Rollingwood by developing, purchasing, leasing, implementing, providing, and financing Projects under the Act and as "Projects" is defined in Section 4B of the Act. The Corporation may exercise all rights and powers with respect to a Project as are allowed by law and the Act.

**ARTICLE V
FINANCING**

(a) In the exercise of the powers of the Corporation, the Corporation may issue bonds and/or enter into any loan, lease, trust, or other agreement authorized by the Act that is necessary or convenient for the fulfillment of the public purpose of the Corporation. All of such agreements, and the specific uses and methods of withdrawal and expenditure of the proceeds of the bonds, notes, or other debt instruments proposed to be issued by the Corporation, will be stated and described in the proceedings authorizing such agreements or the bonds, notes, or other debt instruments, and must be included as a part of the approval process of the City Council of the City of Rollingwood (the "City Council") as required below for contracts and expenditures. In connection with the issuance of its obligations, the Corporation will select bond counsel and financial advisors acceptable to the City Council.

(b) In the exercise of the powers of the Corporation, the Corporation may not issue bonds or enter into any loan, lease, trust, or other agreement the effect of which would grant, convey,

transfer, mortgage, encumber, pledge or assign a security interest or any interest in any property owned by the City of Rollingwood. The Corporation may not make any grant, conveyance, transfer, mortgage, encumbrance, pledge or assignment of property owned by the City of Rollingwood.

ARTICLE VI MEMBERS

The Corporation has no members and is a nonstock corporation.

ARTICLE VII CONTRACTS AND EXPENDITURES

All contracts of the Corporation must be approved by the City Council before the contract is executed by the officers of the Corporation. After a contract is approved by the City Council, expenditures made in accordance with the terms of that contract do not require additional City Council approval. Expenditures of the Corporation unrelated to approved contracts require City Council approval before the expenditure is made by the Corporation.

ARTICLE VIII AMENDMENT

These Articles of Incorporation may be amended or restated at any time as provided in the Act. Any amendment or reinstatement may only be accomplished in either of the following manners:

(1) The members of the Board (defined below) may file with the City Council a written application requesting approval of amendments to the Articles of Incorporation, specifying the amendments proposed to be made. The City Council shall consider the application and, if it determines that it is advisable that the proposed amendments be made and approves the proposed amendments by resolution, then the Board may amend the Articles of Incorporation by adopting the approved amendments at a meeting of the Board and delivering articles of amendment or restatement to the Secretary of State of the State of Texas; or

(2) The City Council may, at its sole discretion, and at any time, amend these Articles of Incorporation and alter or change the structure, organization, programs or activities of the Corporation, or terminate or dissolve the Corporation (subject to the provisions of the Act, and subject to any limitation provided by the Constitutions and laws of the State of Texas and the United States of America on the impairment of contracts entered into by the Corporation) by written resolution adopting the amendment or restatement to the Articles of Incorporation or by articles of dissolution at a meeting of the City Council and delivering articles of amendment or dissolution to the Secretary of State of the State of Texas, as provided in the Act.

ARTICLE IX ADDRESS

The street address of the initial registered office of the Corporation is 403 Nixon Drive, Rollingwood, Texas 78746 and the name of its initial registered agent at that address is Ryan Kelley.

ARTICLE X BOARD OF DIRECTORS

(a) The affairs of the Corporation will be managed by a board of directors (the "Board") which will be composed of seven persons appointed by the City Council of the City for a two-year term of office each. Places 1, 3, 5, and 7 will be appointed in even-numbered years, and Places 2, 4, and 6 appointed in odd-numbered years. Terms begin on June 1 of each year.

(b) Each director must be a resident of the City. At least three of the directors must not be employees or officers of the City of Rollingwood, or members of the City Council. A majority of the then current membership of the Board constitutes a quorum. The Board will conduct all meetings within the boundaries of the City and in accordance with the requirements of the Act.

(c) The names and street addresses of the persons who are to serve as the initial directors and the dates of expiration of their initial terms as directors, are as follows:

PLACE	NAMES	ADDRESS(ES)	EXPIRATION DATES
1.	Brian Rider	2906 Hatley Drive Rollingwood, TX 78746	05/31/04
2.	Bill Hamilton	2505 Bettis Blvd Rollingwood, TX 78746	05/31/04
3.	Leslie Davis	405 Farley Trail Rollingwood, TX 78746	05/31/03
4.	Kathryn Turpin	2403 Rollingwood Drive Rollingwood, TX 78746	05/31/03
5.	Deets Justice	310 Pleasant Drive Rollingwood, TX 78746	05/31/03
6.	George Cofer	3306 Gentry Drive Rollingwood, TX 78746	05/31/03
7.	Swede Carlson	4 South Peak Road Rollingwood, TX 78746	05/31/04

Each director must be a qualified voter of the City of Rollingwood. Each director, including each initial director, is eligible for reappointment. Directors are removable by the City Council at any time without cause.

(d) The directors will serve without compensation but, they will be reimbursed for their actual expenses incurred in the performance of their duties as directors. Any vacancy occurring on the Board will be filled by appointment by the City Council of a person who will hold such position until the expiration of the term of that position of the Board. A director who is a member of the City Council will cease to be a director upon ceasing to be a member of the City Council. The directors will elect a president, vice-president, secretary, and treasurer of the Corporation, as more specifically

provided in the Corporation's bylaws and the Act. The term of office for each officer will be for a period of one year, expiring on the 31st day of May of each year.

(e) Meetings of the board of directors are subject to the Texas Open Meetings Act, Chapter 551, Texas Government Code, and the Corporation is subject to the Texas Open Records Act, Chapter 552, Texas Government Code.

ARTICLE XI INCORPORATORS

The names and addresses of the original incorporators are:

NAMES	ADDRESSES
Brian C. Rider	2906 Hatley Road Rollingwood, TX 78746
Bill Hamilton	2505 Bettis Blvd Rollingwood, TX 78746
Leslie Davis	405 Farley Trail Rollingwood, TX 78746

Each incorporator is a qualified elector of the City of Rollingwood.

ARTICLE XII CITY COUNCIL APPROVAL

The City Council has specifically authorized the Corporation by Resolution to act on its behalf to further the purposes of the Corporation as stated in the Resolution and in these Articles of Incorporation. By the same Resolution, the City Council has approved these Articles of Incorporation. A copy of the authorizing Resolution is attached to these Articles of Incorporation and made a part of them for all purposes.

**ARTICLE XIII
RESTRICTIONS**

(a) No dividends shall ever be paid by the Corporation and no part of its net earnings remaining after payment of its expenses shall be distributed to or inure to the benefit of its directors or officers of the Corporation or of any individual, firm, corporation or association.

(b) No part of the Corporation's activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE XIV
DISSOLUTION**

If the Corporation is ever dissolved when it has, or is entitled to, any interest in any funds or property of any kind, such funds or property or rights thereto will not be transferred to private ownership, but will be transferred and delivered to the City of Rollingwood after satisfaction or provision for satisfaction of debts and claims.

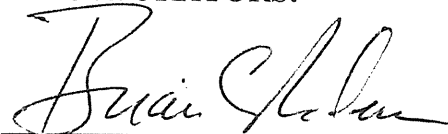
**ARTICLE XV
NO DIRECTOR LIABILITY**

To the full extent allowed by law, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in his capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of the repeal or modification.

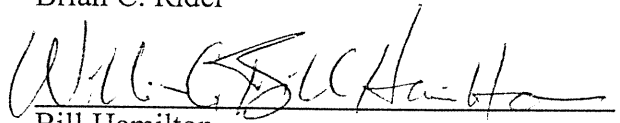
**ARTICLE XVI
DIRECTOR INDEMNIFICATION**

Each person who acts as a director or officer of the Corporation shall be indemnified by the Corporation, and such indemnity shall be mandatory, to the full extent allowed by law, including without limitation Article 5190.6, Section 15 of the Act against any costs, expenses and liabilities which may be imposed upon or reasonably incurred by him in connection with any civil or criminal action, suit or proceeding in which he may be named as a party defendant by reason of his being or having been such director or officer or by reason of any action alleged to have been taken or omitted by him in either such capacity, and any person who, at the request of the Corporation, acts as a director or officer of any of its subsidiary or affiliate corporations shall likewise be indemnified by the Corporation against any such costs, expenses and liabilities. The right of indemnification herein provided for shall inure to each of the directors and officers of the Corporation, whether or not the respective director or officer is acting as such at the time such costs, expenses or liabilities are imposed or incurred. Any repeal or modification of this Article shall be prospective only, and shall not limit the obligation of the Corporation to indemnify a director of the Corporation serving at or prior to the time of the repeal or modification.

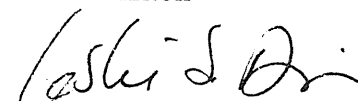
INCORPORATORS:



Brian C. Rider



Bill Hamilton



Leslie Davis

